

**Hearing Date And Time: May 20, 2010 at 10:00 a.m. (prevailing Eastern time)**  
**Response Date And Time: May 13, 2010 at 4:00 p.m. (prevailing Eastern time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
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REORGANIZED DEBTORS' FORTY-SEVENTH OMNIBUS OBJECTION PURSUANT TO 11 U.S.C.  
§ 503(b) AND FED. R. BANKR. P. 3007 TO (I) DISALLOW AND EXPUNGE (A) CERTAIN  
ADMINISTRATIVE EXPENSE BOOKS AND RECORDS CLAIMS, (B) A CERTAIN  
ADMINISTRATIVE EXPENSE DUPLICATE CLAIM, AND (C) CERTAIN ADMINISTRATIVE  
EXPENSE DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS, AND (II) MODIFY CERTAIN  
ADMINISTRATIVE EXPENSE CLAIMS

("FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION")

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors") hereby submit this Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection" or the "Objection"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi Corporation and certain of its affiliates (the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

2. On December 10, 2007, the Debtors filed their first amended joint plan of reorganization (Docket No. 11386) (the "Plan") and related disclosure statement (Docket No. 11388). The Court entered an order confirming the Plan (as modified) (Docket No. 12359) (the "Confirmation Order") on January 25, 2008, and the order became final on February 4, 2008.

3. On October 3, 2008, the Debtors filed a motion under 11 U.S.C. § 1127 for an order approving (i) certain modifications to the Confirmed Plan and related disclosure statement and (ii) related procedures for re-soliciting votes on the Confirmed Plan, as modified (Docket No. 14310) (the "Plan Modification Motion"). On June 1, 2009, the Debtors filed a supplement to the Plan Modification Motion (Docket No. 16646) (the "Motion Supplement"), which sought approval of (i) certain modifications to the Confirmed Plan (the "Modified Plan"),

(ii) supplemental disclosure, and (iii) procedures for re-soliciting votes on the Modified Plan.

This Court entered an order approving the Modified Plan (Docket No. 18707) (the "Modification Approval Order") on July 30, 2009.

4. On October 6, 2009 (the "Effective Date")<sup>1</sup>, the Debtors substantially consummated the Modified Plan and closed the transactions under the Master Disposition Agreement, dated as of July 30, 2009, by and among Delphi, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), DIP Holdco 3 LLC (which assigned its rights to DIP Holdco LLP, subsequently renamed Delphi Automotive LLP, a United Kingdom limited liability partnership), and the other sellers and buyers party thereto. In connection therewith, DIP Holdco LLP, through various subsidiaries and affiliates, acquired substantially all of the Debtors' global core businesses, and GM Components Holdings, LLC and Steering Solutions Services Corporation acquired certain U.S. manufacturing plants and the Debtors' non-core steering business, respectively. The Reorganized Debtors have emerged from reorganization as DPH Holdings and affiliates and remain responsible for the post-Effective Date administration of these chapter 11 cases, including the disposition of certain retained assets, the payment of certain retained liabilities as provided for under the Modified Plan, and the eventual closing of the cases.

5. This Court has jurisdiction over this Objection pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

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<sup>1</sup> Capitalized terms used but not defined in this Objection have the meanings ascribed to them in the Modified Plan.

6. The statutory predicates for the relief requested herein are sections 503(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Administrative Claims Bar Dates

7. Pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date entered June 16, 2009 (Docket No. 17032) (the "Modification Procedures Order"), this Court established July 15, 2009 (the "July 15 Bar Date") as the bar date for asserting a claim for an administrative expense under section 503(b)(1) of the Bankruptcy Code (each, an "Administrative Claim") for the period from the commencement of these cases through June 1, 2009.<sup>2</sup> On or before June 20, 2009, in accordance with the Modification Procedures Order, the Debtors caused Kurtzman Carson Consultants LLC ("KCC"), the Debtors' claims and noticing agent, and Financial Balloting Group LLC, the Debtors' noticing and voting agent, or their agents to transmit with the resolicitation materials in connection with the Modified Plan a Notice Of Bar Date For Filing Proofs Of Administrative Expense describing the procedures for asserting an Administrative Claim.

8. In addition, Articles 1.5 and 10.5 of the Modified Plan established 30 days after the Effective Date (as defined in the Modified Plan) (the "Post-Emergence Bar Date") as the

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<sup>2</sup> On July 15, 2009, this Court entered the Stipulation And Agreed Order Modifying Paragraph 38 Of Modification Procedures Order Establishing Administrative Expense Bar Date (Docket No. 18259) to require parties to submit an Administrative Expense Claim Form for Claims for the period from the commencement of these cases through May 31, 2009 rather than through June 1, 2009.

bar date for asserting an Administrative Claim for the period between June 1, 2009 and the Effective Date, unless otherwise ordered by this Court.<sup>3</sup> Because the Effective Date was October 6, 2009, the Post-Emergence Bar Date was November 5, 2009. On or before October 6, 2009, in accordance with the Modified Plan, the Reorganized Debtors caused KCC to transmit to all parties identifying themselves as creditors of the Reorganized Debtors, as well as those holding equity interests in the Reorganized Debtors, a Notice Of (A) Order Approving Modifications To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession And (B) Occurrence Of Effective Date. The notice described, among other things, the procedures for asserting an Administrative Claim arising between June 1, 2009 and the Effective Date.

9. On or before June 22, 2009, the Debtors published the notice of the July 15 Bar Date in the Detroit News & Free Press, the New York Times (National Edition), the Wall Street Journal (National, Europe, and Asian Editions), and USA Today (Worldwide Edition) and electronically through posting on the then-current Delphi Legal Information Website. After notices of the July 15 Bar Date and Post-Emergence Bar Date were given, 3,216 proofs of administrative expense (the "Proofs of Administrative Expense") were filed against the Debtors and the Reorganized Debtors.

10. On July 31, 2009, the Debtors filed a Motion Pursuant To 11 U.S.C. §§ 105(a) And 503(b) For Order Authorizing Debtors To Apply Claims Objection Procedures To Administrative Expense Claims (the "Administrative Claims Procedures Motion"), in which the Debtors requested that certain claims objection procedures set forth in the Order Pursuant To 11

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<sup>3</sup> Professional Claims were not subject to the Post-Emergence Bar Date and were instead subject to the provisions of Article 10.3 of the Modified Plan.

U.S.C. Section 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims entered by this Court on December 7, 2006 (Docket No. 6089) (the "Claims Objection Procedures Order") be applied to the adjudication of Administrative Claims. On October 22, 2009, this Court entered an order granting the Administrative Claims Procedures Motion (Docket No. 18998) (the "Administrative Claims Objection Procedures Order").

11. The Reorganized Debtors have filed six omnibus objections to Administrative Claims, five of which have been heard by the court.<sup>4</sup> After hearing these five omnibus objections,<sup>5</sup> this Court disallowed and expunged approximately 2,170 Administrative Claims. In addition, the hearings with respect to approximately 165 Administrative Claims were adjourned pursuant to the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order.

#### Relief Requested

12. By this Objection, the Reorganized Debtors object to 88 Proofs of Administrative Expense<sup>6</sup> and seek entry of an order pursuant to section 503(b) of the Bankruptcy Code and Bankruptcy Rule 3007(a) disallowing and expunging (a) the Administrative Claims set forth on Exhibit A hereto because such Administrative Claims assert liabilities and dollar

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<sup>4</sup> Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests . . ." Modified Plan, art. 9.6.

<sup>5</sup> The fifth of these omnibus objections was heard by this Court on March 18, 2010. The sixth will be heard on April 22, 2010.

<sup>6</sup> All Proofs of Administrative Expense are set forth by claimant in alphabetical order on Exhibit F hereto and cross-referenced by Proof of Administrative Expense number and basis of objection. Exhibit E hereto sets forth the formal name of the Debtor entity and its associated bankruptcy case number referenced on Exhibit D hereto.

amounts that are not reflected on the Reorganized Debtors' books and records,<sup>7</sup> (b) the Administrative Claim set forth on Exhibit B hereto because such claim is duplicative of another Administrative Claim filed by the claimant, and (c) the Administrative Claims set forth on Exhibit C hereto because such claims are duplicative of applications for compensation filed by the claimant pursuant to section 503(b)(3) and (4) of the Bankruptcy Code.

13. In addition, the Reorganized Debtors seek entry of an order pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007 modifying the Administrative Claims set forth on Exhibit D hereto. The Reorganized Debtors propose to modify each such Administrative Claim so that the proposed modified amount, classification, and Debtor against which each such Administrative Claim is asserted matches the Reorganized Debtors' books and records.

#### Objections To Claims

##### C. Books And Records Claims

14. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed against the Debtors or the Reorganized Debtors, as the case may be, assert liabilities or dollar amounts that are not owing pursuant to the Reorganized Debtors' books and records (the "Books And Records Claims"). Accordingly, the Reorganized Debtors believe that the parties asserting Books And Records Claims are not creditors of the Debtors.

15. The burden is on the claimant asserting an Administrative Claim to prove by a preponderance of evidence that the allowance of the Administrative Claim is justified. See

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<sup>7</sup> Pursuant to article 11.1 of the Modified Plan, the Reorganized Debtors now hold the Debtors' books and records.

In re United States Lines, Inc., 103 B.R. 427, 429 (Bankr. S.D.N.Y. 1989); In re Nat'l Steel Corp. et al., 316 B.R. 287, 300 (Bankr. N.D. Ill. 2004); Solow v. Am. Airlines (In re Midway Airlines), 221 B.R. 411, 446 (Bankr. N.D. Ill. 1998); In re Alumni Hotel Corp., 203 B.R. 624, 630 (Bankr. E.D. Mich. 1996). Because the holders of Books And Records Claims have failed to do this, their Books And Records Claims should be disallowed and expunged.

16. Set forth on Exhibit A are the Books And Records Claims that the Reorganized Debtors have identified as Administrative Claims for which the Debtors are not liable. These Books And Records Claims should be disallowed and expunged. If this Court does not disallow and expunge any Books And Records Claim in its entirety, the Reorganized Debtors expressly reserve all of their rights to further object to such Books And Records Claim at a later date on any basis whatsoever.

17. Accordingly, the Reorganized Debtors (a) object to the Books And Records Claims and (b) seek entry of an order disallowing and expunging the Books And Records Claims in their entirety.

D. Duplicate Claim

18. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that a certain Proof of Administrative Expense asserts a duplicate claim for a single liability.

19. Accordingly, the Reorganized Debtors (a) object to the duplicate claim listed on Exhibit B (the "Duplicate Claim") and (b) seek entry of an order disallowing and expunging the Duplicate Claim in its entirety. If this Court does not disallow and expunge the Duplicate Claim in its entirety, the Reorganized Debtors expressly reserve all of their rights to further object to such Duplicate Claim at a later date on any basis whatsoever.



E. Duplicate Substantial Contribution Claims

20. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims filed by certain parties on account of an alleged substantial contribution to the Debtors' estates (the "Duplicate Substantial Contribution Claims") are duplicative of applications for compensation filed by such parties pursuant to section 503(b)(3) and (4) of the Bankruptcy Code (the "Substantial Contribution Applications"). Pursuant to the Notice Of Adjournment Of Hearings On (I) Substantial Contribution Applications, (II) Reorganized Debtors' Case Management Motion, And (III) Delphi Salaried Retirees' Motion (Docket No. 19830), all Substantial Contribution Applications, except the application filed by Highland Capital Management, L.P., are scheduled to be heard on May 20, 2010, and the application filed by Highland Capital Management, L.P. will be heard on June 30, 2010.

21. Accordingly, the Reorganized Debtors (a) object to the Duplicate Substantial Contribution Claims listed on Exhibit C and (b) seek entry of an order disallowing and expunging the Duplicate Substantial Contribution Claims in their entirety without prejudice to the claims asserted in the Substantial Contribution Applications. If this Court does not disallow and expunge any Duplicate Substantial Contribution Claim in its entirety, the Reorganized Debtors expressly reserve all of their rights to further object to such Duplicate Substantial Contributions Claim at a later date on any basis whatsoever.

F. Modified Claims

22. During their review of the Proofs of Administrative Expense, the Reorganized Debtors determined that certain Administrative Claims should be modified so that the amount, classification, and the Debtor against which each such Administrative Claim is

proposed to be allowed matches the Reorganized Debtors' books and records (the "Modified Claims"). Such amount, classification, and Debtor are set forth on Exhibit D hereto.

23. For each Modified Claim, Exhibit D reflects the amount, classification, and Debtor asserted in the claimant's Proof of Administrative Expense in a column titled "Claim As Docketed" and the proposed modified amount, classification, and Debtor for the Claim in a column titled "Claim As Modified."

24. Accordingly, the Reorganized Debtors seek entry of an order modifying the Modified Claims and request that such Administrative Claims be revised to reflect the amount, classification, and Debtor listed in the "Claim As Modified" column of Exhibit D. Thus, no Claimant listed on Exhibit D would be entitled to recover for any Administrative Claim in an amount exceeding the dollar amount listed as the "Modified Amount" for such Administrative Claim on Exhibit D.<sup>8</sup>

#### Separate Contested Matters

25. Pursuant to the Claims Objection Procedures Order and the Administrative Claims Procedures Order, (a) if a response to this Forty-Seventh Omnibus Claims Objection is filed, the objection to each Administrative Claim covered by such response will be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014 and (b) any order entered by this Court with respect to an Administrative Claim addressed by this Objection will be deemed a separate order with respect to each such Administrative Claim.

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<sup>8</sup> For clarity, Exhibit D refers to the Debtor entities by case number and Exhibit F displays the formal name of the Debtor entities and their associated bankruptcy case numbers referenced in Exhibit D.

Reservation Of Rights

26. The Reorganized Debtors expressly reserve the right to amend, modify, or supplement this Forty-Seventh Omnibus Claims Objection and to file additional objections to any other Claims (filed or not) which may be asserted against the Reorganized Debtors, including without limitation the right to object to any Claim not subject to this Objection on the basis that it was asserted against the wrong Debtor entity. Should one or more of the grounds stated in this Objection be dismissed, the Reorganized Debtors reserve their rights to object on other stated grounds or on any other grounds that the Reorganized Debtors may discover. In addition, the Reorganized Debtors reserve the right to seek further reduction of any Administrative Claim to the extent that such Administrative Claim has already been paid.

Responses To Objections

27. Responses to this Forty-Seventh Omnibus Claims Objection are governed by the provisions of the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order. The following summarizes the provisions of the Claims Objection Procedures Order, but is qualified in all respects by the express terms thereof.

G. Filing And Service Of Responses

28. To contest an objection, responses (each, a "Response"), if any, to this Forty-Seventh Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order"), and the Eighteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing

Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered April 5, 2010 (Docket No. 19774) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with this Court in accordance with General Order M-242 (as amended) – registered users of the Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 116, White Plains, New York 10601-4140, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl), in each case so as to be **received no later than 4:00 p.m. (prevailing Eastern time) on May 13, 2010.**

H. Contents Of Responses

29. Every Response to this Forty-Seventh Omnibus Claims Objection must contain at a minimum the following:

- (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant and a brief description of the basis for the amount of the Administrative Claim;
- (c) a concise statement setting forth the reasons why the Administrative Claim should not be disallowed and expunged, modified and allowed, or allowed, as the case may be, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the claims objection;

- (d) unless already set forth in the Proof of Administrative Expense previously filed with this Court, documentation sufficient to establish a prima facie right to payment; provided, however, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that the claimant must disclose to the Reorganized Debtors all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its Administrative Claim, subject to appropriate confidentiality constraints;
- (e) to the extent that the Administrative Claim is contingent or fully or partially unliquidated, the amount that the claimant believes would be the allowable amount of such Administrative Claim upon liquidation of the Administrative Claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Reorganized Debtors must return any reply to the Response, if different from the address(es) presented in the Administrative Claim.

I. Timely Response Required

30. If a Response is properly and timely filed and served in accordance with the foregoing procedures, the hearing on the relevant Administrative Claims covered by the Response will be adjourned to a future hearing, the date of which will be determined by the Reorganized Debtors, by serving notice to the Claimant as provided in the Claims Objection Procedures Order. With respect to all uncontested objections, the Reorganized Debtors request that this Court conduct a final hearing on May 20, 2010, at 10:00 a.m. (prevailing Eastern time). The procedures set forth in the Claims Objection Procedures Order will apply to all Responses and hearings arising from this Forty-Seventh Omnibus Claims Objection.

31. Pursuant to the Claims Objection Procedures Order and the Administrative Claims Procedures Order, only those Responses made in writing and timely filed and received will be considered by this Court. If a claimant whose Proof of Administrative Expense is subject to the Forty-Seventh Omnibus Claims Objection and who is served with this Forty-Seventh

Omnibus Claims Objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Reorganized Debtors may present to this Court an appropriate order seeking relief with respect to such Administrative Claim consistent with the relief sought in this Forty-Seventh Omnibus Claims Objection without further notice to the claimant, other than notice of the entry of such order; provided further, however, that if the claimant files a timely Response which does not include the required minimum information required by the foregoing procedures, the Reorganized Debtors may seek disallowance and expungement of the relevant Administrative Claim or Claims.

#### Further Information

32. Questions about this Forty-Seventh Omnibus Claims Objection or requests for additional information about the proposed disposition of Administrative Claims hereunder should be directed to the Reorganized Debtors' counsel by e-mail to [dphholdings@skadden.com](mailto:dphholdings@skadden.com), by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl). Questions regarding the amount of a Claim or the filing of a Administrative Claim should be directed to KCC at 1-888-249-2691 or [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Administrative Claims.

#### Notice

33. Notice of this Objection has been provided in accordance with the Case Management Orders. In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

34. The Reorganized Debtors will provide each claimant whose Proof of Administrative Expense is subject to an objection pursuant to this Forty-Seventh Omnibus

Claims Objection with a personalized Notice Of Objection To Claim which specifically identifies the claimant's Proof of Administrative Expense that is subject to an objection and the basis for such objection as well as a copy of the Claims Objection Procedures Order. A form of the Notice Of Objection To Claim to be sent to the Claimants listed on Exhibits A and B is attached hereto as Exhibit G. A form of the Notice Of Objection To Claim to be sent to the Claimants listed on Exhibit C is attached hereto as Exhibit H. A form of the Notice Of Objection To Claim to be sent to the Claimants listed on Exhibit D is attached hereto as Exhibit I. Claimants will receive a copy of this Forty-Seventh Omnibus Claims Objection without Exhibits A through I hereto. Claimants will nonetheless be able to review Exhibits A through I hereto free of charge by accessing the Reorganized Debtors' Legal Information Website ([www.dphholdingsdocket.com](http://www.dphholdingsdocket.com)). In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) granting the relief requested herein and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York  
April 16, 2010

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
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- and -

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Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re : Chapter 11  
: :  
: DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)  
: :  
: Reorganized Debtors. : (Jointly Administered)  
: :  
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ORDER PURSUANT TO 11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007 (I)  
DISALLOWING AND EXPUNGING (A) CERTAIN ADMINISTRATIVE EXPENSE  
BOOKS AND RECORDS CLAIMS, (B) A CERTAIN ADMINISTRATIVE EXPENSE  
DUPLICATE CLAIM, AND (C) CERTAIN ADMINISTRATIVE EXPENSE DUPLICATE  
SUBSTANTIAL CONTRIBUTION CLAIMS, AND (II) MODIFYING CERTAIN  
ADMINISTRATIVE EXPENSE CLAIMS

("FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And  
Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books  
And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain  
Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain  
Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection" or the  
"Objection")<sup>1</sup> of DPH Holdings Corp. and certain of its affiliated reorganized debtors in the  
above-captioned cases (collectively, the "Reorganized Debtors"), dated April 16, 2010; and upon  
the record of the hearing held on the Forty-Seventh Omnibus Claims Objection; and after due  
deliberation thereon; and good and sufficient cause appearing therefor,

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Forty-Seventh Omnibus Claims Objection.

IT IS HEREBY FOUND AND DETERMINED THAT:<sup>2</sup>

A. Each holder of a claim for an administrative expense under section 503(b)(1) of the Bankruptcy Code (each, an "Administrative Claim") listed on Exhibits A, B, C, and D hereto was properly and timely served with a copy of the Forty-Seventh Omnibus Claims Objection, a personalized Notice Of Objection To Claim, the proposed order granting the Forty-Seventh Omnibus Claims Objection, and notice of the deadline for responding to the Forty-Seventh Omnibus Claims Objection. No other or further notice of the Forty-Seventh Omnibus Claims Objection is necessary.

B. This Court has jurisdiction over the Forty-Seventh Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Forty-Seventh Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Forty-Seventh Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Administrative Claims listed on Exhibit A assert liabilities and dollar amounts that are not owing pursuant to the Reorganized Debtors' books and records (the "Books And Records Claims").

D. The Administrative Claim listed on Exhibit B is duplicative of another Administrative Claim (the "Duplicate Claim").

E. The Administrative Claims listed on Exhibit C (the "Duplicate Substantial Contribution Claims") are duplicative of applications for compensation filed by such parties pursuant to section 503(b)(3) and (4) of the Bankruptcy Code (the "Substantial Contribution Applications").

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<sup>2</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

F. The Administrative Claims listed on Exhibit D assert amounts that are overstated (the "Modified Claims").

G. Exhibit E hereto sets forth the formal name of the Debtor entity and its associated bankruptcy case number referenced on Exhibits D hereto. Exhibit F hereto sets forth each of the Administrative Claims referenced on Exhibits A, B, C, and D in alphabetical order by claimant and cross-references each such Administrative Claim by (i) proof of administrative expense number and (ii) basis of objection.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Each Books And Records Claim listed on Exhibit A hereto is hereby disallowed and expunged in its entirety.
2. The Duplicate Claim listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.
3. Each Duplicate Substantial Contribution Claim listed on Exhibit C hereto is hereby disallowed and expunged in its entirety without prejudice to the claims asserted in the Substantial Contribution Applications.
4. Each Modified Claim listed on Exhibit D hereto is hereby modified to reflect the amount, classification, and Debtor listed in the "Claim As Modified" column of Exhibit D.
5. Entry of this order is without prejudice to the Reorganized Debtors' rights to object, on any grounds whatsoever, to any other administrative expense claims in these chapter 11 cases or to further object to Administrative Claims that are the subject of the Forty-Seventh Omnibus Claims Objection, except as such claims may have been settled and allowed.

6. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Administrative Claims subject to the Forty-Seventh Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

7. Each of the objections by the Reorganized Debtors to each Administrative Claim addressed in the Forty-Seventh Omnibus Claims Objection and attached hereto as Exhibits A, B, C, and D constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Administrative Claim that is the subject of the Forty-Seventh Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Administrative Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

8. Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Supplemental Case Management Order.

Dated: New York, New York  
May \_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
AIG ENTERTAINMENT RISKS, AIG EXCESS LIABILITY INSURANCE INTERNATIONAL LTD, AIU INSURANCE COMPANY ET AL MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE CHARTIS US BANKRUPTCY COLLECTIONS 175 WATER ST 18TH FL NEW YORK, NY 10038	19756	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	11/05/2009	DELPHI CORPORATION (05-44481)
AIG ENTERTAINMENT RISKS, AIG EXCESS LIABILITY INSURANCE INTERNATIONAL LTD, AIU INSURANCE COMPANY ET AL MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS 175 WATER ST 18TH FL NEW YORK, NY 10038	19019	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
ALLA AVERBUKH THE KUHLMAN LAW FIRM LLC 1100 MAIN ST STE 2550 KANSAS CITY, MO 64105	19597	Secured: Priority: Administrative: \$1,500,000.00 Unsecured: Total: \$1,500,000.00	09/10/2009	DELPHI CORPORATION (05-44481)
AMERICAN AIKOKU ALPHA INC ATTN GARY VIST ESQ C/O MASUDA FUNAI EIFERT & MITCHELL LTD 203 N LASALLE ST STE 2500 CHICAGO, IL 60601-1262	17953	Secured: Priority: Administrative: \$413,908.96 Unsecured: Total: \$413,908.96	07/08/2009	DELPHI CORPORATION (05-44481)
APPLE INC, APPLE COMPUTER INTERNATIONAL, AND HON HAI PRECISION INDUSTRY COMPANY LTD EVELYN SHIMAZAKI SENIOR COUNSEL APPLE INC 1 INFINITE LOOP CUPERTINO, CA 95014	18902	Secured: Priority: Administrative: \$9,487,891.95 Unsecured: Total: \$9,487,891.95	07/15/2009	DELPHI CORPORATION (05-44481)
AT&T SOLUTIONS INC AND ITS AFFILIATED ENTITIES ATTN JAMES GRUDUS AT&T SERVICES INC ONE AT&T WAY RM 3A218 BEDMINSTER, NJ 07921	19164	Secured: Priority: Administrative: \$2,973,848.25 Unsecured: Total: \$2,973,848.25	07/15/2009	DELPHI CORPORATION (05-44481)

\* The addresses of certain creditors on this exhibit have been intentionally omitted for privacy reasons.

\*\* "UNL" denotes an unliquidated claim.

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
AUDIO MPEG INC AND SISV EL SPA MARY JOANNE DOWD ESQ ARENT FOX LLP 1050 CONNECTICUT AVE NW WASHINGTON, DC 20036-5339	19077	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
AUTOLIV ASP INC C O MARC N SWANSON MILLER CANFIELD PADDOCK & STONE PLC 150 W JEFFERSON AVE STE 2500 DETROIT, MI 48226	19151	Secured: Priority: Administrative: \$1,069,444.00 Unsecured: Total: \$1,069,444.00	07/15/2009	DELPHI CORPORATION (05-44481)
BANK OF AMERICA NA BARNES & THORNBURG PATRICK E MEARS 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503	19069	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
BANK OF AMERICA NA BARNES & THORNBURG PATRICK E MEARS 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503	19124	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)
BANK OF AMERICA NA PATRICK E MEARS BARNES & THOMBURG 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503	19125	Secured: Priority: Administrative: \$8,691,000.00 Unsecured: Total: \$8,691,000.00	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
BANK OF AMERICA NA PATRICK E MEARS BARNES & THOMBURG 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503	19123	Secured: Priority: Administrative: \$8,691,000.00 Unsecured: Total: \$8,691,000.00	07/15/2009	DELPHI CORPORATION (05-44481)
BANK OF AMERICA NA PATRICK E MEARS BARNES & THORNBURG 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503	19087	Secured: Priority: Administrative: \$8,691,000.00 Unsecured: Total: \$8,691,000.00	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THOMBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19603	Secured: Priority: Administrative: \$10,352,500.00 Unsecured: Total: \$10,352,500.00	09/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

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\*\* "UNL" denotes an unliquidated claim.

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19604	Secured: Priority: Administrative: \$10,352,500.00 Unsecured: Total: \$10,352,500.00	09/15/2009	DELPHI CORPORATION (05-44481)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19602	Secured: Priority: Administrative: \$10,352,500.00 Unsecured: Total: \$10,352,500.00	09/15/2009	DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19815	Secured: Priority: Administrative: \$10,633,035.00 Unsecured: Total: \$10,633,035.00	11/02/2009	DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	20008	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	11/03/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	20006	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	11/03/2009	DELPHI AUTOMOTIVE SYSTEMS HUMAN RESOURCES LLC (05-44639)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	20007	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	11/03/2009	DELPHI CORPORATION (05-44481)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19817	Secured: Priority: Administrative: \$10,633,035.00 Unsecured: Total: \$10,633,035.00	11/02/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
BANK OF AMERICA NA PATRICK E MEARS ESQ BARNES & THORNBURG LLP 171 MONROE AVE NW STE 1000 GRAND RAPIDS, MI 49503-2694	19816	Secured: Priority: Administrative: \$10,633,035.00 Unsecured: Total: \$10,633,035.00	11/02/2009	DELPHI CORPORATION (05-44481)

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\*\* "UNL" denotes an unliquidated claim.

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT C O SEANN TZOUVELEKAS TS 6 1400 HIGHWAY 101 S GREER, SC 29651	19129	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI MECHATRONIC SYSTEMS, INC. (05-44567)
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT C O SEANN TZOUVELEKAS TS 6 1400 HIGHWAY 101 S GREER, SC 29651	19130	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT C O SEANN TZOUVELEKAS TS 6 1400 HIGHWAY 101 S GREER, SC 29651	19131	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
BOSCH AUTOMOTIVE PRODUCTS SUZ HOU CO LTD C O ROBERT BOSCH LLC ATTN J ADLER 38000 HILLS TECH DR FARMINGTON HILLS, MI 48331	18689	Secured: Priority: Administrative: \$2,469,996.00 Unsecured: Total: \$2,469,996.00	07/14/2009	DELPHI CORPORATION (05-44481)
BOSCH CORPORATION ATTN JUDITH ADLER C O ROBERT BOSCH LLC 38000 HILLS TECH DR FARMINGTON HILLS, MI 48331	18694	Secured: Priority: Administrative: \$1,173,427.00 Unsecured: Total: \$1,173,427.00	07/14/2009	DELPHI CORPORATION (05-44481)
CADENCE INNOVATION LLC 17085 MASONIC FRASER, MI 48026-3927	20055	Secured: Priority: Administrative: \$270,378.59 Unsecured: Total: \$270,378.59	10/30/2009	DELPHI CORPORATION (05-44481)
CENTERLINE INC ATTN RENE BICKLE CONTROLLER 2110 N ASH ST PONCA CITY, OK 74601	18244	Secured: Priority: Administrative: \$4,449.00 Unsecured: Total: \$4,449.00	07/10/2009	DELPHI CORPORATION (05-44481)
CHARLENE JACKSON	17821	Secured: Priority: Administrative: \$30,000.00 Unsecured: Total: \$30,000.00	07/06/2009	DELPHI CORPORATION (05-44481)

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\*\* "UNL" denotes an unliquidated claim.



**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
CITY OF DAYTON OHIO ATTN REVENUE ADMINISTRATION CITY OF DAYTON FINANCE DEPARTMENT 101 W THIRD ST DAYTON, OH 45402	18716	Secured: Priority: Administrative: \$36,140.17 Unsecured: Total: \$36,140.17	07/14/2009	DELPHI CORPORATION (05-44481)
CITY OF OAK CREEK LAWRENCE J HASKIN CITY ATTORNEY 7300 S 13TH ST STE 104 OAK CREEK, WI 53154	18394	Secured: Priority: Administrative: \$4,054.87 Unsecured: Total: \$4,054.87	07/13/2009	DELPHI CORPORATION (05-44481)
CITY OF OLATHE KANSAS PAUL SINCLAIR POLSINELLI SHUGHART PC 120 W 12TH ST KANSAS CITY, MO 64105	18541	Secured: Priority: Administrative: \$835,000.00 Unsecured: Total: \$835,000.00	07/13/2009	DELPHI CORPORATION (05-44481)
CLARION CORPORATION OF AMERICA ATTN JOSEPH MUTO 6200 GATEWAY DR CYPRESS, CA 90630	19074	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE 175 WATER ST 18TH FL NEW YORK, NY 10038	18981	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI DIESEL SYSTEMS CORP (05-44612)
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE 175 WATER ST 18TH FL NEW YORK, NY 10038	18982	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI LLC (05-44615)
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE 175 WATER ST 18TH FL NEW YORK, NY 10038	18984	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS SERVICES LLC (05-44632)
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS MICHELLE A LEVITT AUTHORIZED REPRESENTATIVE 175 WATER ST 18TH FL NEW YORK, NY 10038	18983	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI SERVICES HOLDING CORPORATION (05-44633)

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\*\* "UNL" denotes an unliquidated claim.

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
DCH HEALTH SYSTEM C O ANNE D LACOSTE ESQ DISHUCK LACOSTE & SMITH PC PO BOX 20677 TUSCALOOSA, AL 35402-0677	18062	Secured: Priority: Administrative: \$654.50 Unsecured: Total: \$654.50	07/09/2009	DELPHI CORPORATION (05-44481)
DCH HEALTH SYSTEM C O ANNE D LACOSTE ESQ DISHUCK LACOSTE & SMITH PC PO BOX 20677 TUSCALOOSA, AL 35402-0677	18061	Secured: Priority: Administrative: \$4,302.50 Unsecured: Total: \$4,302.50	07/09/2009	DELPHI CORPORATION (05-44481)
DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE 290 BROADWAY 5TH FL NEW YORK, NY 10007	16613	Secured: Priority: Administrative: \$10,031.91 Unsecured: Total: \$10,031.91	06/12/2007	DELPHI MECHATRONIC SYSTEMS, INC. (05-44567)
DIANE YOUNG	18811	Secured: Priority: Administrative: \$400,000.00 Unsecured: Total: \$400,000.00	07/15/2009	DELPHI CORPORATION (05-44481)
FLEXTRONICS INTERNATIONAL LTD ATTN LAWRENCE SCHWAB THOMAS GAA BIALSON BERGEN & SCHWAB 2600 EL CAMINO REAL STE 300 PALO ALTO, CA 94306	18940	Secured: Priority: Administrative: \$18,524,591.75 Unsecured: Total: \$18,524,591.75	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
FORD MOTOR COMPANY JONATHAN S GREEN MILLER CANFIELD PADDOCK & STONE PLC 150 W JEFFERSON AVE STE 2500 DETROIT, MI 38226	19146	Secured: Priority: Administrative: \$646,814.00 Unsecured: Total: \$646,814.00	07/15/2009	DELPHI CORPORATION (05-44481)
FORD MOTOR COMPANY JONATHAN S GREEN MILLER CANFIELD PADDOCK & STONE PLC 150 W JEFFERSON AVE STE 2500 DETROIT, MI 38226	19145	Secured: Priority: Administrative: \$1,500,000.00 Unsecured: Total: \$1,500,000.00	07/15/2009	DELPHI CORPORATION (05-44481)
FURUKAWA ELECTRIC COMPANY LTD DENNIS J CONNOLLY AND DAVID A WENDER ALSTON & BIRD LLP ONE ATLANTIC CTR 1201 W PEACHTREE ST ATLANTA, GA 30309-3424	19505	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/30/2009	DELPHI CORPORATION (05-44481)

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**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
GEORGE A KRALOVICH	18782	Secured: Priority: Administrative: \$561,185.08 Unsecured: Total: \$561,185.08	07/15/2009	DELPHI CORPORATION (05-44481)
GREYWOLF CAPITAL MANAGEMENT LP ON BEHALF OF CERTAIN FUNDS AND MANAGED ACCOUNTS MARC ABRAMS WILLKIE FARR & GALLAGHER LLP 787 SEVENTH AVE NEW YORK, NY 10019	19001	Secured: Priority: Administrative: \$289,909.03 Unsecured: Total: \$289,909.03	07/15/2009	DELPHI CORPORATION (05-44481)
HALEY JENKINS THE KUHLMAN LAW FIRM LLC 1100 MAIN ST STE 2550 KANSAS CITY, MO 64105	19599	Secured: Priority: Administrative: \$1,500,000.00 Unsecured: Total: \$1,500,000.00	09/10/2009	DELPHI CORPORATION (05-44481)
HE SERVICES CO VICTOR J MASTROMARCO JR ESQ 1024 N MICHIGAN AVE SAGINAW, MI 48602	18702	Secured: Priority: Administrative: \$300,000.00 Unsecured: Total: \$300,000.00	07/14/2009	DELPHI CORPORATION (05-44481)
HEALTHCARE AUTHORITY OF MORGAN COUNTY DBA DECATUR GENERAL HOSPITAL ATTN ALICE 1201 7TH ST SE DECATUR, AL 35601	18673	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/14/2009	DELPHI CORPORATION (05-44481)
HSBC BANK USA NATIONAL ASSOCIATION ATTN WILLIAM J BROWN C O PHILLIPS LYTLE LLP 3400 HSBC CTR BUFFALO, NY 14203	18617	Secured: Priority: Administrative: \$4,780,988.00 Unsecured: Total: \$4,780,988.00	07/14/2009	DELPHI CORPORATION (05-44481)
HYUNDAI MOTOR AMERICA AND HYUNDAI MOTOR AMERICA ATTN JASON R ERD ESQ HYUNDAI MOTOR AMERICA 10550 TALBERT AVE FOUNTAIN VALLEY, CA 92708-6031	18934	Secured: Priority: Administrative: \$10,891,383.00 Unsecured: Total: \$10,891,383.00	07/15/2009	DELPHI CORPORATION (05-44481)

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\*\* "UNL" denotes an unliquidated claim.

**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
INTERNATIONAL UNION UNITED AUTOMOBILE AEROSPACE & AGRICULTURAL IMPLEMENT WORKERS OF AMERICA UAW DANIEL W SHERRICK GENERAL COUNSEL 8000 E JEFFERSON AVE DETROIT, MI 48214	19810	Secured: Priority: Administrative: \$6,000,000.00 Unsecured: Total: \$6,000,000.00	11/05/2009	DELPHI CORPORATION (05-44481)
INTEVA PRODUCTS LLC DEREK L WRIGHT ESQ FOLEY & LARDNER LLP 321 N CLARK ST STE 2800 CHICAGO, IL 60654	19135	Secured: Priority: Administrative: \$170,000.00 Unsecured: Total: \$170,000.00	07/15/2009	DELPHI CORPORATION (05-44481)
INTEVA PRODUCTS LLC DEREK L WRIGHT ESQ FOLEY & LARDNER LLP 321 N CLARK ST STE 2800 CHICAGO, IL 60654	19136	Secured: Priority: Administrative: \$16,701.76 Unsecured: Total: \$16,701.76	07/15/2009	DELPHI CORPORATION (05-44481)
INTEVA PRODUCTS LLC DEREK L WRIGHT ESQ FOLEY & LARDNER LLP 321 N CLARK ST STE 2800 CHICAGO, IL 60654	19134	Secured: Priority: Administrative: \$10,377.60 Unsecured: Total: \$10,377.60	07/15/2009	DELPHI CORPORATION (05-44481)
JESSICA JENKINS THE KUHLMAN LAW FIRM LLC 1100 MAIN ST STE 2550 KANSAS CITY, MO 64105	19598	Secured: Priority: Administrative: \$1,500,000.00 Unsecured: Total: \$1,500,000.00	09/10/2009	DELPHI CORPORATION (05-44481)
JOHNSON CONTROLS INC, AUTOMOTIVE EXPERIENCE DIVISION C O STEPHEN T BOBO REED SMITH LLP 10 S WACKER DR 40TH FLR CHICAGO, IL 60606	19626	Secured: Priority: Administrative: \$11,077.57 Unsecured: Total: \$11,077.57	11/04/2009	DELPHI CORPORATION (05-44481)
JOHNSON CONTROLS INC, BUILDING EFFICIENCY C O STEVEN T BOBO REED SMITH LLP 10 S WACKER DR 40TH FLR CHICAGO, IL 60606	19625	Secured: Priority: Administrative: \$5,711.82 Unsecured: Total: \$5,711.82	11/04/2009	DELPHI CORPORATION (05-44481)
KURTZMAN CARSON CONSULTANTS LLC 2335 ALASKA AVE EL SEGUNDO, CA 90245	19627	Secured: Priority: Administrative: \$12,820.77 Unsecured: Total: \$12,820.77	11/04/2009	DELPHI CORPORATION (05-44481)

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**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
KYKLOS BEARING INTERNATIONAL LLC JON ANDERSON KBI 2509 HAYES AVE SANDUSKY, OH 44870	18425	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/13/2009	DELPHI CORPORATION (05-44481)
LEAR CORPORATION EEDS AND INTERIORS C O RALPH E MCDOWELL BODMAN LLP 1901 ST ANTOINE 6TH FL AT FORD FIELD DETROIT, MI 48226	19033	Secured: Priority: Administrative: \$13,615.54 Unsecured: Total: \$13,615.54	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LEAR CORPORATION GMBH C O RALPH E MCDOWELL BODMAN LLP 1901 ST ANTOINE 6TH FL AT FORD FIELD DETROIT, MI 48226	19032	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LEAR CORPORATION GMBH C O RALPH E MCDOWELL BODMAN LLP 1901 ST ANTOINE 6TH FL AT FORD FIELD DETROIT, MI 48226	19971	Secured: Priority: Administrative: \$3,715,630.26 Unsecured: Total: \$3,715,630.26	11/05/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LEAR CORPORATION GMBH C O RALPH E MCDOWELL BODMAN LLP 1901 ST ANTOINE 6TH FL AT FORD FIELD DETROIT, MI 48226	18677	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/14/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LEAR CORPORATION ON BEHALF OF ITSELF AND ITS SUBSIDIARIES C O RALPH E MCDOWELL BODMAN LLP 1901 ST ANTOINE ST 6TH FL AT FORD FIELD DETROIT, MI 48226	19972	Secured: Priority: Administrative: \$206,739.06 Unsecured: Total: \$206,739.06	11/05/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
MICHAEL BRUEWER	17650	Secured: Priority: Administrative: \$240,000.00 Unsecured: Total: \$240,000.00	07/03/2009	DELPHI CORPORATION (05-44481)
NISSAN NORTH AMERICA INC ATTN DAN NUGENT ONE NISSAN WAY FRANKLIN, TN 37067	18975	Secured: Priority: Administrative: \$249,138.70 Unsecured: Total: \$249,138.70	07/15/2009	DELPHI CORPORATION (05-44481)

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**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
OGURA CLUTCH COMPANY ROBERT A PEURACH ESQ DAKMAK PEURACH PC 615 GRISWOLD STE 600 DETROIT, MI 48226	18971	Secured: Priority: Administrative: \$37,257.60 Unsecured: Total: \$37,257.60	07/15/2009	DELPHI CORPORATION (05-44481)
ROBERT L BACKIE VICTOR J MASTROMARCO JR ESQ 1024 N MICHIGAN AVE SAGINAW, MI 48602	18701	Secured: Priority: Administrative: \$300,000.00 Unsecured: Total: \$300,000.00	07/14/2009	DELPHI CORPORATION (05-44481)
SPCP GROUP LLC MARC ABRAMS WILLKIE FARR & GALLAGHER LLP 787 SEVENTH AVE NEW YORK, NY 10019	19116	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
STEPHEN P GALE	17837	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/08/2009	DELPHI CORPORATION (05-44481)
TECHNOLOGY PROPERTIES LTD WENDY W SMITH BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	18488	Secured: Priority: Administrative: UNL Unsecured: Total: UNL	07/13/2009	DELPHI CORPORATION (05-44481)
THOMAS FALENCIK 2500 MINNEKAHTA AVE HOT SPRINGS, SD 57747-1129	18301	Secured: Priority: Administrative: \$10,000.00 Unsecured: Total: \$10,000.00	07/13/2009	DELPHI CORPORATION (05-44481)
THOMAS P BINASIO	17982	Secured: Priority: Administrative: \$75,000.00 Unsecured: Total: \$75,000.00	07/09/2009	DELPHI CORPORATION (05-44481)
UNITED PARCEL SERVICE ATTN LAWRENCE SCHWAB & KENNETH T LAW BIALSON BERGEN & SCHWAB 2600 EL CAMINO REAL STE 300 PALO ALTO, CA 94306	19082	Secured: Priority: Administrative: \$81,418.34 Unsecured: Total: \$81,418.34	07/15/2009	DELPHI CORPORATION (05-44481)

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**EXHIBIT A - BOOKS AND RECORDS CLAIMS**

CREDITOR'S NAME AND ADDRESS*	CLAIM NUMBER	ASSERTED CLAIM AMOUNT**	DATE FILED	DOCKETED DEBTOR
VANGUARD DISTRIBUTIONS INC PO BOX 608 SAVANNAH, GA 31402	16908	Secured: Priority: Administrative: \$1,645,315.51 Unsecured: Total: <u>\$1,645,315.51</u>	06/25/2009	DELPHI CORPORATION (05-44481)
WILMINGTON TRUST COMPANY AS INDENTURE TRUSTEE C O EDWARD M FOX ESQ K&L GATES LLP 599 LEXINGTON AVE NEW YORK, NY 10022	18628	Secured: Priority: Administrative: \$3,194,962.74 Unsecured: Total: <u>\$3,194,962.74</u>	07/14/2009	DELPHI CORPORATION (05-44481)
<b>Total:</b>		<b>79</b>		<b>\$166,203,770.83</b>

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EXHIBIT B - DUPLICATE CLAIM

CLAIM TO BE EXPUNGED				SURVIVING CLAIM			
Claim:	18653	Debtor:	DELPHI CORPORATION (05-44481)	Claim:	18654	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/14/2009			Date Filed:	07/14/2009		
Creditor's Name:		Secured:		Creditor's Name:		Secured:	
JPMORGAN CHASE BANK NA AS		Priority:		JP MORGAN CHASE BANK NA		Priority:	
ADMINISTRATIVE AGENT		Administrative:	UNL*	ATTN SUSAN E ATKINS MANAGING		Administrative	UNL*
C O SUSAN E ATKINS MANAGING		Unsecured:		DIRECTOR		Unsecured:	
DIRECTOR				277 PARK AVENUE 8TH FL			
277 PARK AVE 8TH FL		Total:	UNL*	NEW YORK, NY 10172		Total:	UNL**
NEW YORK, NY 10172							

Total Claims To Be Expunged:1

Total Asserted Amount To Be Expunged:UNL

\* "UNL" denotes an unliquidated claim.



In re DPH Holdings Corp., et al.

Pg 33 of 55

Forty-Seventh Omnibus Claims Objection

Case No. 05-44481 (RDD)

## EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS

CLAIM TO BE EXPUNGED				SURVIVING APPLICATION			
Claim:	18713	Debtor:	DELPHI CORPORATION (05-44481)	Docket: No.	19115	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/14/2009			Date Filed:	11/20/2009		
Creditor's Name:		Secured:		Applicant:			
CR INTRINSIC INVESTORS LLC, HIGHLAND CAPITAL MANAGEMENT LP, ELLIOTT ASSOCIATES LP AND/OR CERTAIN FUNDS MANAGED THEREBY		Priority:		C.R. INTRINSIC INVESTORS AND ELLIOTT ASSOCIATES, L.P.			
ERIC D GOLDBERG ESQ		Administrative:	\$492,981.39				
STUTMAN TREISTER & GLATT		Unsecured:					
1901 AVE OF THE STARS 12TH FL		Total:	\$492,981.39			Total Asserted:	\$284,325.40
LOS ANGELES, CA 90067							
Claim:	18723	Debtor:	DELPHI CORPORATION (05-44481)	Docket: No.	19091	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/14/2009			Date Filed:	11/16/2009		
Creditor's Name:		Secured:		Applicant:			
DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC, ELLIOT ASSOCIATED LP, NOMURA CORPORATE RESEARCH AND ASSET MANAGEMENT INC,		Priority:		DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC; ELLIOTT ASSOCIATES, L.P.; NOMURA			
NORTHEAST INVESTORS TRUST, SPCP GROUP, LLC, AND WHITEBOX ADVISORS, LLC		Administrative:	\$3,970,283.61	CORPORATE RESEARCH AND ASSET MANAGEMENT, INC.; NORTHEAST			
ALLAN S BRILLIANT		Unsecured:		INVESTORS TRUST; SPCP GROUP, LLC; AND WHITEBOX ADVISORS, LLC, ON		Total Asserted:	\$3,970,283.61
THE NEW YORK TIMES BLDG		Total:	\$3,970,283.61	BEHALF OF THEMSELVES AND SENIOR NOTEHOLDERS PREVIOUSLY			
620 8TH AVE				REPRESENTED			
NEW YORK, NY 10018							
Claim:	18761	Debtor:	DELPHI CORPORATION (05-44481)	Docket: No.	19112	Debtor:	DELPHI CORPORATION (05-44481)
Date Filed:	07/15/2009			Date Filed:	11/20/2009		
Creditor's Name:		Secured:		Applicant:			
HIGHLAND CAPITAL MANAGEMENT LP		Priority:		HIGHLAND CAPITAL MANAGEMENT, L.P.			
ATTN GREG STUECHELI		Administrative:	\$447,999.67				
13455 NOEL RD STE 800		Unsecured:					
DALLAS, TX 75240		Total:	\$447,999.67			Total Asserted:	\$2,529,793.59

**EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS**

CLAIM TO BE EXPUNGED				SURVIVING APPLICATION			
Claim:	18946	Debtor:	DELPHI CORPORATION	Docket No.	19114	Debtor:	DELPHI CORPORATION
Date Filed:	07/15/2009		(05-44481)	Date Filed:	11/20/2009		(05-44481)
Creditor's Name:		Secured:		Applicant:			
IUE CWA		Priority:		IUE-CWA			
ATTN JIM CLARK PRESIDENT		Administrative:	\$1,751,000.00				
IUE CWA DAYTON		Unsecured:					
2701 DRYDEN RD							
DAYTON, OH 45439		Total:	<u>\$1,751,000.00</u>			Total Asserted:	\$1,238,304.85

**Total Claims To Be Expunged: 4**  
**Total Asserted Amount To Be Expunged: \$6,662,264.67**  
**Total Asserted Application Amount Surviving: \$8,022,707.45**

EXHIBIT D - MODIFIED CLAIMS

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED	CLAIM AS MODIFIED																												
Claim: 19592 Date Filed:09/01/2009 Docketed Total:\$ 1,000,000.00 Filing Creditor Name: AIMEE BANDEN 1851 W COLONIAL DR ORLANDO, FL 32804	Claim Holder Name  AIMEE BANDEN 1851 W COLONIAL DR ORLANDO, FL 32804  <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$1,000,000.00</td><td></td></tr><tr><td></td><td></td><td>\$1,000,000.00</td><td></td></tr></table>	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$1,000,000.00				\$1,000,000.00		<table><tr><td></td><td></td><td>Modified Total:</td><td>\$450,000.00</td></tr><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$450,000.00</td><td></td></tr><tr><td></td><td></td><td>\$450,000.00</td><td></td></tr></table>			Modified Total:	\$450,000.00	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$450,000.00				\$450,000.00	
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$1,000,000.00																												
		\$1,000,000.00																												
		Modified Total:	\$450,000.00																											
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$450,000.00																												
		\$450,000.00																												
Claim: 17152 Date Filed:07/01/2009 Docketed Total:\$ 35,867.53 Filing Creditor Name: CITY OF VANDALIA, OHIO 2700 KETTERING TOWER DAYTON, OH 45423	Claim Holder Name  CITY OF VANDALIA, OHIO 2700 KETTERING TOWER DAYTON, OH 45423  <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$35,867.53</td><td></td></tr><tr><td></td><td></td><td>\$35,867.53</td><td></td></tr></table>	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$35,867.53				\$35,867.53		<table><tr><td></td><td></td><td>Modified Total:</td><td>\$9,207.94</td></tr><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$9,207.94</td><td></td></tr><tr><td></td><td></td><td>\$9,207.94</td><td></td></tr></table>			Modified Total:	\$9,207.94	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$9,207.94				\$9,207.94	
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$35,867.53																												
		\$35,867.53																												
		Modified Total:	\$9,207.94																											
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$9,207.94																												
		\$9,207.94																												
Claim: 18700 Date Filed:07/14/2009 Docketed Total:\$ 103,986.16 Filing Creditor Name: CSX CORPORATION 500 WALTER ST 8TH FL J220 JACKSONVILLE, FL 32202	Claim Holder Name  CSX CORPORATION 500 WALTER ST 8TH FL J220 JACKSONVILLE, FL 32202  <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$103,986.16</td><td></td></tr><tr><td></td><td></td><td>\$103,986.16</td><td></td></tr></table>	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$103,986.16				\$103,986.16		<table><tr><td></td><td></td><td>Modified Total:</td><td>\$6,025.42</td></tr><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$6,025.42</td><td></td></tr><tr><td></td><td></td><td>\$6,025.42</td><td></td></tr></table>			Modified Total:	\$6,025.42	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$6,025.42				\$6,025.42	
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$103,986.16																												
		\$103,986.16																												
		Modified Total:	\$6,025.42																											
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																											
05-44481		\$6,025.42																												
		\$6,025.42																												

\* See Exhibit E for a listing of debtor entities by case number.

EXHIBIT D - MODIFIED CLAIMS

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED	CLAIM AS MODIFIED																											
Claim: 18939 Date Filed:07/15/2009 Docketed Total:\$ 9,664,668.94 Filing Creditor Name: PANALPINA MANAGEMENT LTD AND PANALPINA INC BIALSON BERGEN & SCHWAB 2600 EL CAMINO REAL STE 300 PALO ALTO, CA 94306	Claim Holder Name  PANALPINA MANAGEMENT LTD AND PANALPINA INC BIALSON BERGEN & SCHWAB 2600 EL CAMINO REAL STE 300 PALO ALTO, CA 94306 <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44640</td><td></td><td>\$9,664,668.94</td><td></td></tr><tr><td></td><td></td><td>\$9,664,668.94</td><td></td></tr></table>	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44640		\$9,664,668.94				\$9,664,668.94		<table><tr><td></td><td>Modified Total:</td><td>\$18,839.98</td></tr></table> <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td>\$18,839.98</td><td></td></tr><tr><td></td><td></td><td>\$18,839.98</td><td></td></tr></table>		Modified Total:	\$18,839.98	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481		\$18,839.98				\$18,839.98	
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																										
05-44640		\$9,664,668.94																											
		\$9,664,668.94																											
	Modified Total:	\$18,839.98																											
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>																										
05-44481		\$18,839.98																											
		\$18,839.98																											
		Total Claims To Be Modified: 4 Total Amount As Docketed: \$10,804,522.63 Total Amount As Modified: \$484,073.34																											

\* See Exhibit E for a listing of debtor entities by case number.

In re DPH Holdings Corp., et al.

Forty-Seventh Omnibus Claims Objection

Case No. 05-44481 (RDD)

Exhibit E - Debtor Entity Reference

CASE NUMBER	DEBTOR ENTITY
05-44481	DELPHI CORPORATION
05-44640	DELPHI AUTOMOTIVE SYSTEMS LLC

Exhibit F - Claimants And Related Claims Subject To Forty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
AIG ENTERTAINMENT RISKS, AIG EXCESS LIABILITY INSURANCE INTERNATIONAL LTD, AIU INSURANCE COMPANY ET AL	19019	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AIG ENTERTAINMENT RISKS, AIG EXCESS LIABILITY INSURANCE INTERNATIONAL LTD, AIU INSURANCE COMPANY ET AL	19756	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AIMEE BANDEN	19592	EXHIBIT D - MODIFIED CLAIMS
ALLA AVERBUKH	19597	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AMERICAN AIKOKU ALPHA INC	17953	EXHIBIT A - BOOKS AND RECORDS CLAIMS
APPLE INC, APPLE COMPUTER INTERNATIONAL, AND HON HAI PRECISION INDUSTRY COMPANY LTD	18902	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AT&T SOLUTIONS INC AND ITS AFFILIATED ENTITIES	19164	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AUDIO MPEG INC AND SISV EL SPA	19077	EXHIBIT A - BOOKS AND RECORDS CLAIMS
AUTOLIV ASP INC	19151	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19069	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19087	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19123	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19124	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19125	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19602	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19603	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19604	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19815	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19816	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	19817	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	20006	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	20007	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BANK OF AMERICA NA	20008	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT	19129	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT	19130	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT	19131	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BOSCH AUTOMOTIVE PRODUCTS SUZ HOU CO LTD	18689	EXHIBIT A - BOOKS AND RECORDS CLAIMS
BOSCH CORPORATION	18694	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CADENCE INNOVATION LLC	20055	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CENTERLINE INC	18244	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CHARLENE JACKSON	17821	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CITY OF DAYTON OHIO	18716	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CITY OF OAK CREEK	18394	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CITY OF OLATHE KANSAS	18541	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CITY OF VANDALIA, OHIO	17152	EXHIBIT D - MODIFIED CLAIMS
CLARION CORPORATION OF AMERICA	19074	EXHIBIT A - BOOKS AND RECORDS CLAIMS
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS	18981	EXHIBIT A - BOOKS AND RECORDS CLAIMS
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS	18982	EXHIBIT A - BOOKS AND RECORDS CLAIMS
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS	18983	EXHIBIT A - BOOKS AND RECORDS CLAIMS
COMMERCIAL INSURANCE BANKRUPTCY COLLECTIONS	18984	EXHIBIT A - BOOKS AND RECORDS CLAIMS
CR INTRINSIC INVESTORS LLC, HIGHLAND CAPITAL MANAGEMENT LP, ELLIOTT ASSOCIATES LP AND/OR CERTAIN FUNDS MANAGED THEREBY	18713	EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS
CSX CORPORATION	18700	EXHIBIT D - MODIFIED CLAIMS

Exhibit F - Claimants And Related Claims Subject To Forty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC, ELLIOT ASSOCIATED LP, NOMURA CORPORATE RESEARCH AND ASSET MANAGEMENT INC, NORTHEAST INVESTORS TRUST, SPCP GROUP, LLC, AND WHITEBOX ADVISORS, LLC	18723	EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS
DCH HEALTH SYSTEM	18061	EXHIBIT A - BOOKS AND RECORDS CLAIMS
DCH HEALTH SYSTEM	18062	EXHIBIT A - BOOKS AND RECORDS CLAIMS
DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE	16613	EXHIBIT A - BOOKS AND RECORDS CLAIMS
DIANE YOUNG	18811	EXHIBIT A - BOOKS AND RECORDS CLAIMS
FLEXTRONICS INTERNATIONAL LTD	18940	EXHIBIT A - BOOKS AND RECORDS CLAIMS
FORD MOTOR COMPANY	19145	EXHIBIT A - BOOKS AND RECORDS CLAIMS
FORD MOTOR COMPANY	19146	EXHIBIT A - BOOKS AND RECORDS CLAIMS
FURUKAWA ELECTRIC COMPANY LTD	19505	EXHIBIT A - BOOKS AND RECORDS CLAIMS
GEORGE A KRALOVICH	18782	EXHIBIT A - BOOKS AND RECORDS CLAIMS
GREYWOLF CAPITAL MANAGEMENT LP ON BEHALF OF CERTAIN FUNDS AND MANAGED ACCOUNTS	19001	EXHIBIT A - BOOKS AND RECORDS CLAIMS
HALEY JENKINS	19599	EXHIBIT A - BOOKS AND RECORDS CLAIMS
HE SERVICES CO	18702	EXHIBIT A - BOOKS AND RECORDS CLAIMS
HEALTHCARE AUTHORITY OF MORGAN COUNTY DBA DECATUR GENERAL HOSPITAL	18673	EXHIBIT A - BOOKS AND RECORDS CLAIMS
HIGHLAND CAPITAL MANAGEMENT LP	18761	EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS
HSBC BANK USA NATIONAL ASSOCIATION	18617	EXHIBIT A - BOOKS AND RECORDS CLAIMS
HYUNDAI MOTOR AMERICA AND HYUNDAI MOTOR AMERICA	18934	EXHIBIT A - BOOKS AND RECORDS CLAIMS
INTERNATIONAL UNION UNITED AUTOMOBILE AEROSPACE & AGRICULTURAL IMPLEMENT WORKERS OF AMERICA UAW	19810	EXHIBIT A - BOOKS AND RECORDS CLAIMS
INTEVA PRODUCTS LLC	19134	EXHIBIT A - BOOKS AND RECORDS CLAIMS
INTEVA PRODUCTS LLC	19135	EXHIBIT A - BOOKS AND RECORDS CLAIMS
INTEVA PRODUCTS LLC	19136	EXHIBIT A - BOOKS AND RECORDS CLAIMS
IUE CWA	18946	EXHIBIT C - DUPLICATE SUBSTANTIAL CONTRIBUTION CLAIMS
JESSICA JENKINS	19598	EXHIBIT A - BOOKS AND RECORDS CLAIMS
JOHNSON CONTROLS INC, AUTOMOTIVE EXPERIENCE DIVISION	19626	EXHIBIT A - BOOKS AND RECORDS CLAIMS
JOHNSON CONTROLS INC, BUILDING EFFICIENCY	19625	EXHIBIT A - BOOKS AND RECORDS CLAIMS
JPMORGAN CHASE BANK NA AS ADMINISTRATIVE AGENT	18653	EXHIBIT B - DUPLICATE CLAIM
KURTZMAN CARSON CONSULTANTS LLC	19627	EXHIBIT A - BOOKS AND RECORDS CLAIMS
KYKLOS BEARING INTERNATIONAL LLC	18425	EXHIBIT A - BOOKS AND RECORDS CLAIMS
LEAR CORPORATION EEDS AND INTERIORS	19033	EXHIBIT A - BOOKS AND RECORDS CLAIMS
LEAR CORPORATION GMBH	18677	EXHIBIT A - BOOKS AND RECORDS CLAIMS
LEAR CORPORATION GMBH	19032	EXHIBIT A - BOOKS AND RECORDS CLAIMS
LEAR CORPORATION GMBH	19971	EXHIBIT A - BOOKS AND RECORDS CLAIMS
LEAR CORPORATION ON BEHALF OF ITSELF AND ITS SUBSIDIARIES	19972	EXHIBIT A - BOOKS AND RECORDS CLAIMS
MICHAEL BRUEWER	17650	EXHIBIT A - BOOKS AND RECORDS CLAIMS
NISSAN NORTH AMERICA INC	18975	EXHIBIT A - BOOKS AND RECORDS CLAIMS
OGURA CLUTCH COMPANY	18971	EXHIBIT A - BOOKS AND RECORDS CLAIMS
PANALPINA MANAGEMENT LTD AND PANALPINA INC	18939	EXHIBIT D - MODIFIED CLAIMS
ROBERT L BACKIE	18701	EXHIBIT A - BOOKS AND RECORDS CLAIMS
SPCP GROUP LLC	19116	EXHIBIT A - BOOKS AND RECORDS CLAIMS
STEPHEN P GALE	17837	EXHIBIT A - BOOKS AND RECORDS CLAIMS
TECHNOLOGY PROPERTIES LTD	18488	EXHIBIT A - BOOKS AND RECORDS CLAIMS
THOMAS FALENCIK	18301	EXHIBIT A - BOOKS AND RECORDS CLAIMS
THOMAS P BINASIO	17982	EXHIBIT A - BOOKS AND RECORDS CLAIMS
UNITED PARCEL SERVICE	19082	EXHIBIT A - BOOKS AND RECORDS CLAIMS

Exhibit F - Claimants And Related Claims Subject To Forty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
VANGUARD DISTRIBUTIONS INC	16908	EXHIBIT A - BOOKS AND RECORDS CLAIMS
WILMINGTON TRUST COMPANY AS INDENTURE TRUSTEE	18628	EXHIBIT A - BOOKS AND RECORDS CLAIMS



## **Exhibit G**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

NOTICE OF OBJECTION TO CLAIM

[Claimant Name]:

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates, debtors and debtors-in-possession (the "Debtors"), are sending you this notice. According to the Reorganized Debtors' records, you filed one or more proofs of administrative expense in the Debtors' reorganization cases. Based upon the Reorganized Debtors' review of your proof or proofs of administrative expense, the Reorganized Debtors have determined that one or more of your claims for an administrative expense under 11 U.S.C. § 503(b)(1) (each, an "Administrative Claim") identified in the table below should be (a) disallowed and expunged or (b) modified, as the case may be, as summarized in the table below and described in more detail in the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection"), dated April 16, 2010, a copy of which is enclosed (without exhibits). The Reorganized Debtors' Forty-Seventh Omnibus Claims Objection is set for hearing on May 20, 2010 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140. AS FURTHER DESCRIBED IN THE ENCLOSED FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE REORGANIZED DEBTORS' OBJECTION TO YOUR ADMINISTRATIVE CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 13, 2010. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Forty-Seventh Omnibus Claims Objection identifies four different categories of objections. The category of administrative claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

Administrative Claims identified as having a Basis For Objection of "Books And Records Claims" assert liabilities and dollar amounts that are not owing pursuant to the Reorganized Debtors' books and records.

The Administrative Claim identified as having a Basis For Objection of "Duplicate Claim" is duplicative of another Administrative Claim filed by the claimant.

Administrative Claims identified as having a Basis For Objection of "Duplicate Substantial Contribution Claims" assert Administrative Claims on account of an alleged substantial contribution to the Debtors' estates that are duplicative of applications for compensation filed by such parties pursuant to section 503(b)(3) and (4) of the Bankruptcy Code.

Administrative Claims identified as having a Basis For Objection of "Modified Claims" assert dollar amounts that are not owing pursuant to the debtors books and records.

<b>Date Filed</b>	<b>Claim Number</b>	<b>Asserted Claim Amount<sup>1</sup></b>	<b>Basis For Objection</b>	<b>Treatment Of Claim</b>	<b>Surviving Claim Number (if any)</b>

If you wish to view the complete exhibits to the Forty-Seventh Omnibus Claims Objection, you can do so at [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). If you have any questions about this notice or the Forty-Seventh Omnibus Claims Objection to your Administrative Claim, please contact the Reorganized Debtors' counsel by e-mail at [dphholdings@skadden.com](mailto:dphholdings@skadden.com), by telephone at 1-800-718-5305, or in writing at Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl). Questions regarding the amount of an Administrative Claim or the filing of a Claim should be directed to Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, at 1-888-249-2691 or [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER"), AND THE ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 503(b) AUTHORIZING DEBTORS TO APPLY CLAIMS OBJECTION PROCEDURES TO ADDRESS CONTESTED ADMINISTRATIVE EXPENSE CLAIMS, ENTERED OCTOBER 22, 2009 (THE "ADMINISTRATIVE CLAIMS PROCEDURES ORDER"), APPLY TO YOUR PROOFS OF ADMINISTRATIVE EXPENSE THAT ARE SUBJECT TO THE REORGANIZED DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF BOTH THE CLAIMS OBJECTION PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS PROCEDURES ORDER IS

<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the Administrative Claim amount asserted is unliquidated.

INCLUDED HERewith. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THOSE ORDERS BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Forty-Seventh Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on May 13, 2010. Your Response, if any, to the Forty-Seventh Omnibus Claims Objection should (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York and the Claims Objection Procedures Order, (iii) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (iv) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl).

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed, (ii) the name of the claimant and a brief description of the basis for the amount of the Administrative Claim, (iii) a concise statement setting forth the reasons why the Administrative Claim should not be disallowed and expunged, modified, or allowed, as the case may be, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Forty-Seventh Omnibus Claims Objection, (iv) unless already set forth in the proof of administrative expense previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that you need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that you must disclose to the Reorganized Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Administrative Claim, (v) to the extent that the Administrative Claim is contingent or fully or partially unliquidated, the amount that you believe would be the allowable amount of such Administrative Claim upon liquidation of the Administrative Claim or occurrence of the contingency, as appropriate, and (vi) the address(es) to which the Reorganized Debtors must return any reply to the Response, if different from the address(es) presented in the Administrative Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Reorganized Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the May 20, 2010 hearing date to a future date to be set pursuant to the Claims Objection Procedures Order and the Administrative Claims Procedures Order. With respect to all uncontested objections, the Reorganized Debtors have requested that the Court conduct a final hearing on May 20, 2010 at 10:00 a.m. (prevailing Eastern time).

IF YOUR PROOF OF ADMINISTRATIVE EXPENSE LISTED ABOVE ASSERTS CONTINGENT OR UNLIQUIDATED ADMINISTRATIVE CLAIMS, YOU ARE REQUIRED BY THE CLAIMS OBJECTION PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS OBJECTION PROCEDURES ORDER TO INCLUDE THE AMOUNT THAT YOU BELIEVE WOULD BE THE ALLOWABLE AMOUNT OF SUCH ADMINISTRATIVE CLAIM UPON

LIQUIDATION OF THE ADMINISTRATIVE CLAIM OR OCCURRENCE OF THE CONTINGENCY, AS APPROPRIATE, IN ANY RESPONSE TO THE OBJECTION.

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining an Administrative Claim against the Reorganized Debtors.

[Claimant Name]  
[Address 1]  
[Address 2] [Address 3]  
[City], [State] [Zip]  
[Country]

Dated: New York, New York  
April 16, 2010

## **Exhibit H**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

NOTICE OF OBJECTION TO CLAIM

[Claimant Name]:

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates, debtors and debtors-in-possession (the "Debtors"), are sending you this notice. According to the Reorganized Debtors' records, you filed one or more proofs of administrative expense in the Debtors' reorganization cases. Based upon the Reorganized Debtors' review of your proof or proofs of administrative expense, the Reorganized Debtors have determined that one or more of your claims for an administrative expense under 11 U.S.C. § 503(b)(1) (each, an "Administrative Claim") identified in the table below should be (a) disallowed and expunged or (b) modified, as the case may be, as summarized in the table below and described in more detail in the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection"), dated April 16, 2010, a copy of which is enclosed (without exhibits). The Reorganized Debtors' Forty-Seventh Omnibus Claims Objection is set for hearing on May 20, 2010 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140. AS FURTHER DESCRIBED IN THE ENCLOSED FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE REORGANIZED DEBTORS' OBJECTION TO YOUR ADMINISTRATIVE CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 13, 2010. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Forty-Seventh Omnibus Claims Objection identifies four different categories of objections. The category of administrative claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

Administrative Claims identified as having a Basis For Objection of "Books And Records Claims" assert liabilities and dollar amounts that are not owing pursuant to the Reorganized Debtors' books and records.

The Administrative Claim identified as having a Basis For Objection of "Duplicate Claim" is duplicative of another Administrative Claim filed by the claimant.

Administrative Claims identified as having a Basis For Objection of "Duplicate Substantial Contribution Claims" assert Administrative Claims on account of an alleged substantial contribution to the Debtors' estates that are duplicative of applications for compensation filed by such parties pursuant to section 503(b)(3) and (4) of the Bankruptcy Code.

Administrative Claims identified as having a Basis For Objection of "Modified Claims" assert dollar amounts that are not owing pursuant to the debtors books and records.

<b>Date Filed</b>	<b>Claim Number</b>	<b>Asserted Claim Amount<sup>1</sup></b>	<b>Basis For Objection</b>	<b>Treatment Of Claim</b>	<b>Surviving Application Docket Number (if any)</b>

If you wish to view the complete exhibits to the Forty-Seventh Omnibus Claims Objection, you can do so at [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). If you have any questions about this notice or the Forty-Seventh Omnibus Claims Objection to your Administrative Claim, please contact the Reorganized Debtors' counsel by e-mail at [dphholdings@skadden.com](mailto:dphholdings@skadden.com), by telephone at 1-800-718-5305, or in writing at Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl). Questions regarding the amount of an Administrative Claim or the filing of a Claim should be directed to Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, at 1-888-249-2691 or [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER"), AND THE ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 503(b) AUTHORIZING DEBTORS TO APPLY CLAIMS OBJECTION PROCEDURES TO ADDRESS CONTESTED ADMINISTRATIVE EXPENSE CLAIMS, ENTERED OCTOBER 22, 2009 (THE "ADMINISTRATIVE CLAIMS PROCEDURES ORDER"), APPLY TO YOUR PROOFS OF ADMINISTRATIVE EXPENSE THAT ARE SUBJECT TO THE REORGANIZED DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF BOTH THE CLAIMS OBJECTION

<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the Administrative Claim amount asserted is unliquidated.



PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS PROCEDURES ORDER IS INCLUDED HERewith. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THOSE ORDERS BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Forty-Seventh Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on May 13, 2010. Your Response, if any, to the Forty-Seventh Omnibus Claims Objection should (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York and the Claims Objection Procedures Order, (iii) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (iv) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl).

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed, (ii) the name of the claimant and a brief description of the basis for the amount of the Administrative Claim, (iii) a concise statement setting forth the reasons why the Administrative Claim should not be disallowed and expunged, modified, or allowed, as the case may be, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Forty-Seventh Omnibus Claims Objection, (iv) unless already set forth in the proof of administrative expense previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that you need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that you must disclose to the Reorganized Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Administrative Claim, (v) to the extent that the Administrative Claim is contingent or fully or partially unliquidated, the amount that you believe would be the allowable amount of such Administrative Claim upon liquidation of the Administrative Claim or occurrence of the contingency, as appropriate, and (vi) the address(es) to which the Reorganized Debtors must return any reply to the Response, if different from the address(es) presented in the Administrative Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Reorganized Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the May 20, 2010 hearing date to a future date to be set pursuant to the Claims Objection Procedures Order and the Administrative Claims Procedures Order. With respect to all uncontested objections, the Reorganized Debtors have requested that the Court conduct a final hearing on May 20, 2010 at 10:00 a.m. (prevailing Eastern time).

IF YOUR PROOF OF ADMINISTRATIVE EXPENSE LISTED ABOVE ASSERTS CONTINGENT OR UNLIQUIDATED ADMINISTRATIVE CLAIMS, YOU ARE REQUIRED BY THE CLAIMS OBJECTION PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS OBJECTION PROCEDURES ORDER TO INCLUDE THE AMOUNT THAT YOU BELIEVE

WOULD BE THE ALLOWABLE AMOUNT OF SUCH ADMINISTRATIVE CLAIM UPON LIQUIDATION OF THE ADMINISTRATIVE CLAIM OR OCCURRENCE OF THE CONTINGENCY, AS APPROPRIATE, IN ANY RESPONSE TO THE OBJECTION.

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining an Administrative Claim against the Reorganized Debtors.

[Claimant Name]  
[Address 1]  
[Address 2] [Address 3]  
[City], [State] [Zip]  
[Country]

Dated: New York, New York  
April 16, 2010

# **Exhibit I**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X	:	

NOTICE OF OBJECTION TO CLAIM

[Claimant Name]:

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates, debtors and debtors-in-possession (the "Debtors"), are sending you this notice. According to the Reorganized Debtors' records, you filed one or more proofs of administrative expense in the Debtors' reorganization cases. Based upon the Reorganized Debtors' review of your proof or proofs of administrative expense, the Reorganized Debtors have determined that one or more of your claims for an administrative expense under 11 U.S.C. § 503(b)(1) (each, an "Administrative Claim") identified in the table below should be (a) disallowed and expunged or (b) modified, as the case may be, as summarized in the table below and described in more detail in the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (the "Forty-Seventh Omnibus Claims Objection"), dated April 16, 2010, a copy of which is enclosed (without exhibits). The Reorganized Debtors' Forty-Seventh Omnibus Claims Objection is set for hearing on May 20, 2010 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140. AS FURTHER DESCRIBED IN THE ENCLOSED FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE REORGANIZED DEBTORS' OBJECTION TO YOUR ADMINISTRATIVE CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 13, 2010. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

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Administrative Claims identified as having a Basis For Objection of "Duplicate Substantial Contribution Claims" assert Administrative Claims on account of an alleged substantial contribution to the Debtors' estates that are duplicative of applications for compensation filed by such parties pursuant to section 503(b)(3) and (4) of the Bankruptcy Code.

Administrative Claims identified as having a Basis For Objection of "Modified Claims" assert dollar amounts that are not owing pursuant to the debtors books and records.

Date Filed	Claim Number	Asserted Claim Amount <sup>1</sup>	Basis For Objection	Treatment Of Claim		
				Correct Debtor	Modified Amount	Modified Nature

If you wish to view the complete exhibits to the Forty-Seventh Omnibus Claims Objection, you can do so at [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). If you have any questions about this notice or the Forty-Seventh Omnibus Claims Objection to your Administrative Claim, please contact the Reorganized Debtors' counsel by e-mail at [dphholdings@skadden.com](mailto:dphholdings@skadden.com), by telephone at 1-800-718-5305, or in writing at Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl). Questions regarding the amount of an Administrative Claim or the filing of an Administrative Claim should be directed to Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, at 1-888-249-2691 or [www.dphholdingsdocket.com](http://www.dphholdingsdocket.com). CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER"), AND THE ORDER PURSUANT TO 11 U.S.C. §§

<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the Administrative Claim amount asserted is unliquidated.

105(a) AND 503(b) AUTHORIZING DEBTORS TO APPLY CLAIMS OBJECTION PROCEDURES TO ADDRESS CONTESTED ADMINISTRATIVE EXPENSE CLAIMS, ENTERED OCTOBER 22, 2009 (THE "ADMINISTRATIVE CLAIMS PROCEDURES ORDER"), APPLY TO YOUR PROOFS OF ADMINISTRATIVE EXPENSE THAT ARE SUBJECT TO THE REORGANIZED DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF BOTH THE CLAIMS OBJECTION PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS PROCEDURES ORDER IS INCLUDED HERewith. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THOSE ORDERS BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Forty-Seventh Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern time) on May 13, 2010. Your Response, if any, to the Forty-Seventh Omnibus Claims Objection should (i) be in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York and the Claims Objection Procedures Order, (iii) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (iv) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl).

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IF YOUR PROOF OF ADMINISTRATIVE EXPENSE LISTED ABOVE ASSERTS CONTINGENT OR UNLIQUIDATED ADMINISTRATIVE CLAIMS, YOU ARE REQUIRED BY THE CLAIMS OBJECTION PROCEDURES ORDER AND THE ADMINISTRATIVE CLAIMS OBJECTION PROCEDURES ORDER TO INCLUDE THE AMOUNT THAT YOU BELIEVE WOULD BE THE ALLOWABLE AMOUNT OF SUCH ADMINISTRATIVE CLAIM UPON LIQUIDATION OF THE ADMINISTRATIVE CLAIM OR OCCURRENCE OF THE CONTINGENCY, AS APPROPRIATE, IN ANY RESPONSE TO THE OBJECTION.

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining an Administrative Claim against the Reorganized Debtors.

[Claimant Name]  
[Address 1]  
[Address 2] [Address 3]  
[City], [State] [Zip]  
[Country]

Dated: New York, New York  
April 16, 2010